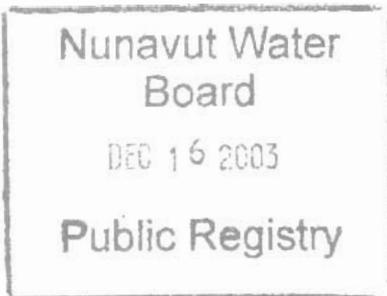




December 12, 2003
3.393 - GO/00



Mr. Philippe di Pizzo
Executive Director
P.O. Box 119
Gjoa Haven, Nunavut
X0B 1J0

INTERNAL	
PC	DP
MA	
FO	
LA	
BS	
ST	

RC	
ED	
CH	
BRD	
EXT.	

Dear Mr. di Pizzo,

Enclosed find documentation pertaining to the transfer of NWB License NWB2MEL0304 from WMC International Ltd. (WIL) to Comaplex Minerals Corp. As you may be aware, WIL became a 100% owned subsidiary of Comaplex in a deal that concluded October 7, 2003. It is our intention to fulfill the obligations of the License and any and all requirements under the Act.

If you have any questions or require additional information please call me at 403-265-2846 in Calgary.

Yours truly,

Mark Balog
Vice President - Exploration

031212NWB2MEL Assignment Appl - 1LAE

UNDERTAKING OF PROPOSED ASSIGNEE

(section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act*)

WHEREAS

The Nunavut Water Board ("NWB") issued Licence No. NWBZ MEL 0304 dated March 21 2003 ("the Licence") to WMC International Ltd (the "Assignor"), for a term of ~21 months ~~years~~ starting on March 21, 2003 and expiring on Dec 31, 2004, subject to the terms and conditions set out in the Licence.

AND WHEREAS (the Proposed "Assignee")

(a) _____ (individual)

OR

(b) _____
(a corporate entity incorporated pursuant to the laws of _____)

requests that the NWB approve the Assignment of the Licence from the Assignor to the Proposed Assignee pursuant to section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act* ("Act").

NOW THEREFORE

Effective on the date that the NWB approves the assignment of the Licence, the Proposed Assignee undertakes and does hereby accept responsibility for the performance of all of the terms and conditions of the Licence and any and all requirements found in the Act and applicable regulations that were imposed on the Assignor **AND** agrees to accept and be responsible for all liabilities incurred as a result of the Assignee's actions to date under the Licence **AND** undertakes to pay any security required of the Assignor when the Licence was granted, before initiating any activity under the Licence.

IN WITNESS WHEREOF the Proposed Assignor executed this Undertaking on December 5, 2003.

SIGNED, SEALED AND DELIVERED
in the presence of:

Witness

) 
) _____
) (name of Individual)
) Mark Balog

Per: Vice President - Exploration
Position
(corporate seal)

DECLARATION OF LICENSEE (Assignor)

I, Mark Balog
(Name)

representing Comaplex Minerals Corp.
(Name of Licensee)

hereby request the Nunavut Water Board to approve the assignment of

Licence No. NWBZMELO304 described in this application.

Dated this 5th day of December, 2003, in the City of
(City/Town/Village, etc.)

Calgary, Alberta, Canada.
(Name - City/Town) (Province/Territory)


Signature of Applicant



20365193

Corporate Access No

BUSINESS CORPORATIONS ACT

Form 5

CERTIFICATE OF AMENDMENT

COMAPLEX MINERALS CORP.

Name of Corporation

I HEREBY CERTIFY THAT THE ARTICLES OF THE ABOVE-MENTIONED CORPORATION WERE AMENDED.

- UNDER SECTION 13 OF THE BUSINESS CORPORATIONS ACT IN ACCORDANCE WITH THE ATTACHED NOTICE;
- UNDER SECTION 27 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT DESIGNATING A SERIES OF SHARES;
- UNDER SECTION 171 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT;
- UNDER SECTION 185 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF REORGANIZATION;
- UNDER SECTION 186 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF ARRANGEMENT.

M. M. Frashier

Registrar of Corporations

JUNE 18, 1987

Date of Amendment



BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4



ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

365193 ALBERTA INC.

2. CORPORATE ACCESS NUMBER:

20365193

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to Section 167(3) of the Business Corporations Act, item 1 of the Articles of Incorporation of the Corporation be amended to read as follows:

"1. Name of Corporation COMAPLEX MINERALS CORP. "

FILED
JUN 18 1987
THE REGISTRAR OF CORPORATIONS
PROVINCE OF ALBERTA

DATE	SIGNATURE	TITLE
June 16, 1987		Director
FOR DEPARTMENTAL USE ONLY		FILED



20365193

Corporate Access No

BUSINESS CORPORATIONS ACT

Form 2

CERTIFICATE OF INCORPORATION

- 365193 ALBERTA INC. -

Name of Corporation

I HEREBY CERTIFY THAT THE ABOVE-MENTIONED CORPORATION, THE ARTICLES OF INCORPORATION OF WHICH ARE ATTACHED, WAS INCORPORATED UNDER THE BUSINESS CORPORATIONS ACT OF THE PROVINCE OF ALBERTA.

M. M. Prochnie

Registrar of Corporations



April 28, 1987

Date of Incorporation